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June 9, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-06/11/98--01068--008

*****35.00 *****35.00

Re: U.S. Technology Consortium, Inc.

Dear Sir:

Enclosed please find an original and one copy of Articles of Amendment to Articles of Incorporation for the above, together with our check in the sum of \$35.00 covering the requisite filing fees.

Kindly file these documents, returning one copy to us in the enclosed prepared envelope.

Very truly yours,

Brigitte Van Tassel
Brigitte Van Tassel, CLA,
Legal Assistant to
William C. Potter, Esq.

BVT/b
Enclosures

FILED
98 JUN 11 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

JUN 17 1998

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
U.S. TECHNOLOGY CONSORTIUM, INC.

FILED
98 JUN 11 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article IV of the articles of incorporation of U.S. TECHNOLOGY CONSORTIUM, INC. was amended by the corporation's board of directors on June 9, 1998. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.0602.

1. The name of the corporation is U.S. TECHNOLOGY CONSORTIUM, INC.

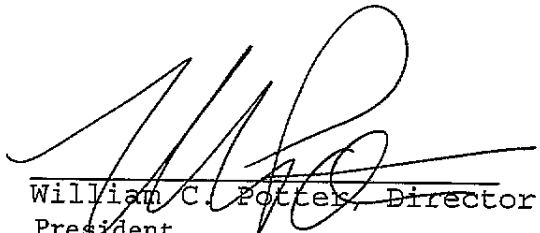
2. Article IV of the articles of incorporation of U.S. TECHNOLOGY CONSORTIUM, INC. was amended as follows:

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is one million (1,000,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

3. The foregoing amendment to articles of incorporation was duly adopted by the board of directors on June 9, 1998.

In witness whereof, the undersigned Director of this corporation has executed these articles of amendment on June 9, 1998.


William C. Potter, Director
President